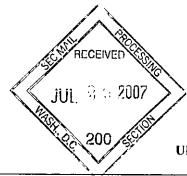
ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL						
OMB Number:	3235-0076					
Expires:						
Estimated average	burden					
hours per respons	ie 1					

SEC USE ONLY					
Prefix.	Serial				
DATE	RECEIVED				

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)
Pure Nickel Inc Issuance and Sale of Subscription Receipts and Warrants to Purchase Subscription Receipts
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE
Type of Filing: [X] New Filing [] Amendment
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)
Pure Nickel Inc.
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
95 Wellington Street West, Suite 900, Toronto, Ontario M5J 2N7 (416) 644-0066
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)
TRUCESSED.
Brief Description of Business
fill 9 6 2000
Type of Business Organization [X] corporation [1] limited partnership, already formed [1] other (please specify)
[X] corporation [] limited partnership, already formed [] other (please specify): [] business trust [] limited partnership, to be formed [] other (please specify):
, at the control of t
Actual or Estimated Date of Incorporation or Organization: [0][4] [8][7] [X] Actual [1] Estimated Jurisdiction of Incorporation or Organization: Enter two-letter U.S. Postal Service Abbreviation for State: [C][N]
(CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or U.S.C. 77d(6)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date is was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.



A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

Each promoter of the issuer, if the issuer has been organized within the past five years:

Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of

Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and managing partner of partnership issuers [X] Executive Officer [X] Director [] General and/or Check Box(es) that Apply: [| Promoter | | Beneficial Owner Managing Partner Full Name (Last name first, if individual) Jaski, James J. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Pure Nickel Inc., 95 Wellington Street West, Suite 900, Toronto, Ontario M5J 2N7 [] Executive Officer [X] Director [] General and/or [| Beneficial Owner Check Box(es) that Apply: [] Promoter Managing Partner Full Name (Last name first, if individual) MacPherson, David R. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Pure Nickel Inc., 95 Wellington Street West, Suite 900, Toronto, Ontario M5J 2N7 [X] Director General and/or Check Box(es) that Apply: 1 | Promoter [] Beneficial Owner 1 | Executive Officer Managing Partner Full Name (Last name first, if individual) Blum, Harry J. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Pure Nickel Inc., 95 Wellington Street West, Suite 900, Toronto, Ontario M5J 2N7 Check Box(es) that Apply: | | Promoter [] Beneficial Owner [] Executive Officer [X | Director f 1 General and/or Managing Partner Full Name (Last name first, if individual) Vaughan, William S. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Pure Nickel Inc., 95 Wellington Street West, Suite 900, Toronto, Ontario M5J 2N7 | | Beneficial Owner | | Executive Officer [X] Director [] General and/or Check Box(es) that Apply: [] Promoter Managing Partner Full Name (Last name first, if individual) Russell, Robert D. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Pure Nickel Inc., 95 Wellington Street West, Suite 900, Toronto, Ontario M5J 2N7 Check Box(es) that Apply: | | Beneficial Owner [| Executive Officer [X] Director 1 | General and/or Promoter Managing Partner Full Name (Last name first, if individual) Angrisano, Robert Business or Residence Address (Number and Street, City, State, Zip Code) c/o Pure Nickel Inc., 95 Wellington Street West, Suite 900, Toronto, Ontario M5J 2N7 General and/or [] Beneficial Owner [] Executive Officer [X] Director Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Moore, Monty D. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Pure Nickel Inc., 95 Wellington Street West, Suite 900, Toronto, Ontario M5J 2N7 | | General and/or [] Beneficial Owner [X] Executive Officer [] Director Check Box(es) that Apply: | | Promoter Managing Partner Full Name (Last name first, if individual) Hull, Ph.D., Dale L. Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Pure Nickel Inc., 95 Wellington Street West, Suite 900, Toronto, Ontario M5J 2N7 (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of
 the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and managing partner of partnership issuers [] Beneficial Owner [] General and/or [X] Executive Officer [] Director Check Box(es) that Apply: [| Promoter Managing Partner Full Name (Last name first, if individual) Richardson, James Business or Residence Address (Number and Street, City, State, Zip Code) c/o Pure Nickel Inc., 95 Wellington Street West, Suite 900, Toronto, Ontario M5J 2N7 General and/or Check Box(es) that Apply: Promoter [] Beneficial Owner [| Executive Officer Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) [] General and/or [] Director Check Box(es) that Apply: Beneficial Owner [] Executive Officer Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) [] General and/or [] Executive Officer Director [] Beneficial Owner Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) [] General and/or Check Box(es) that Apply: [] Beneficial Owner [] Executive Officer [] Director [| Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) [| General and/or Check Box(es) that Apply: | | Promoter [] Beneficial Owner [] Executive Officer Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: [] Promoter | | Beneficial Owner | | Executive Officer [] Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) [] Director General and/or Check Box(es) that Apply: [| Beneficial Owner [] Executive Officer [| Promoter

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

				B.	NFORMA	TION ABO	UT OFFE	RING		-			
												Yes	No
1. Has th	ne issuer sol	d, or does t	he issuer int			edited invest					••••	{ I	X
						ndix, Colum		g under UL	OE.		_		
2 What	is the minin	num investr	nent that wi	II be accept	ed from any	/ individual?					S_		N/A
3. Does	the offering	permit join	it ownership	of a single	anit?							Yes [X]	No 1-1
simila associ dealer	ir remunerati iated person	ion for soli or agent on an five (5)	citation of p f,a broker o persons to b	urchasers in r dealer reg	n connection istered with	or will be powith sales of the SEC an persons of se	of securitie d/or with a	s in the offe state or sta	ring. If a p tes, list the	erson to be I name of the	isted is an broker or	l -	
Full Nam	e (Last nam	e first, if inc	dividual)				·			-		•	
	ster Securion Residence			l Street, Cit	y, State, Zij	Code)	·					<u></u>	···-
	Street, 7th Associated l			10005		··		·					
States in	Which Perso	on Listed H	as Solicited	or Intends t	to Solicit Pu	irchasers							
(Check	: "All States	or check i	individual S	tates)									States
[Al [il.	IAKI IIN I	[XA] [AI]	[AR] [KS]	(CA)	[CO]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [Ml]	[GA] [MN]	10 MS	[M]	οj
ĮMT] [RL]	[NE] [SC]	[NV] [SD]	[NH] [TN]	{ NJ } [TX]	[NM] [UT]	INY] X [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]_	[OK] [WI]	[OR] [WY]_	[P. [Pi	
Full Nam	e (Last nam	e first, if m	dividual)		•								
Business	or Residenc	e Address (Number an	d Street Cit	ty, State, Zi	p Code)			<u></u>		<u> </u>		
Name of	Associated	Broker or E	Dealer										
	Which Person					irchasers						<u> </u>	States
[AL]	[AK]	[AZ]	IAR]	[CA]	[CO]	[CT]	1 DE ĵ	[DC]	[FL]	[GA]	1 111 1	[3]	
[AL] [IL] [MT] [RL]	[IN] [NE] [SC]	[IA] [INV] [SD]	[KS] [KS] [NH] [TN]	[KY] [NJ] [TX]	[LA] [NM] [UT]	ME] [NY] [VT]	[MD] [NC] [VA]	[MA] [ND] [WA]	[MI] [OII] [WV]	[MN] [OK] [WH	MS OR WY	[M [P	oj A j
	ne (Last nam								<u> </u>				
				·									
Business	or Residenc	ee Address ((Number an	d Street, Ci	ty, State, Zi	p Code)							
Name of	Associated	Broker or E	Dealer		· · · · · · · · · · · · · · · · · · ·		<u>. </u>						
States in	Which Pers	on Listed H	as Solicited	or Intends	to Solicit Pr	archasers			-, -			 -	
									,				States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SCI	[AZ] [1A] [NV] [SD]	[AR] [KS] [NII] [TN]	[CA] [KY] [N4] [TX1	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] EVTI	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[PL] [ML] [OH] [W'V]	[GA] [MN] [OK] [WH	[HU] [MS] [OR] [WY]	[] [M [P	oj Al

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS (continued)

5. Indicate below the amount of the adjusted gross each of the purposes shown. If the amount for an the box to the left of the estimate. The total of the state o	y purpose is not known, furnish an es of the payments listed must equal th	stimate and check		
proceeds to the issuer set forth in response to Part	C—Question 4.6 above.	Payments Officer Directors Affiliat	5. 5. &	Payments to Others
Salaries and fees			<u>0</u> []	\$0
Purchase of real estate		[] S	<u> </u>	\$0
Purchase, rental or leasing and installation of n	nachinery and equipment		<u> </u>	\$0
Construction or leasing of plant buildings and t	facilities		<u> </u>	\$0
Acquisition of other businesses (including the offering that may be used in exchange for the a issuer pursuant to a merger)	ssets or securities of another	S	_0 N	C \$ <u>CDN 15,250,000</u>
Repayment of indebtedness			<u>0</u> []	\$0
Working capital			<u>0</u> [N	K] \$ <u>CDN 10,812,500</u>
Other (specify): Fees in connection with offeri	ing	\$	<u>0</u> [N	[] \$ <u>CDN 1,237,500</u>
Column Totals		[X] \$	<u>0</u> [N	CDN 27,300,000
Total Payments Listed (column totals added)			1 8	1 \$ <u>CDN 27,300,000</u>
<u> </u>	D. FEDERAL SIGNATUR	E		
The issuer has duly caused this notice to be signed signature constitutes an undertaking by the issuer to information furnished by the issuer or any non-accrec	o furnish to the U.S. Securities and	Exchange Commission, upon	under F written	Rule 505, the following request of its staff, th
		•	_	

ATTENTION

Title (Print or Pype)

Chief Executive Officer

Intentional misstatements or omission of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END

Name of Signer (Print or Type)

James J. Jaski